

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
IN RE VEECO INSTRUMENTS INC. :
SECURITIES LITIGATION : 05 MD 1695 (CM)(GAY)
:
----- x
THIS DOCUMENT RELATES TO:
ALL ACTIONS :
:
----- x

**DECLARATION OF J. ROSS WALLIN IN SUPPORT OF DEFENDANTS'
OPPOSITION TO PLAINTIFFS' MOTION TO COMPEL PRODUCTION OF
DOCUMENTS CONCERNING VEECO'S INTERNAL INVESTIGATION**

REDACTED

**(ORIGINAL NON-REDACTED VERSION FILED UNDER SEAL PURSUANT TO
CONFIDENTIALITY ORDER DATED MAY 16, 2006)**

GIBSON, DUNN & CRUTCHER LLP
200 Park Avenue
New York, New York 10166-0193
Phone: (212) 351-4000
Fax: (212) 351-4035

*Attorneys for Defendants Veeco Instruments Inc.,
Edward H. Braun, John F. Rein, Jr. and John P.
Kiernan*

August 25, 2006

J. ROSS WALLIN declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a lawyer with the law firm of Gibson, Dunn & Crutcher LLP, counsel to Defendants Veeco Instruments Inc., Edward H. Braun, John F. Rein, Jr., and John P. Kiernan in this action.
2. Attached hereto as Exhibit A is a true and correct copy of a letter dated August 3, 2005, from Rory A. Greiss to Jay Mumford and Thomas A. Jones of the Securities and Exchange Commission.
3. In response to Requests Nos. 7-10 of Plaintiffs' First Request for Production of Documents Directed to All Defendants, Defendants have produced thousands of pages of non-privileged documents relating to Veeco's internal investigation of TurboDisc accounting issues, including: (1) work papers relating to potentially improper TurboDisc accounting transactions prepared by Veeco's own financial professionals and internal and external auditors prior to the special retention of Kaye Scholer on or about January 17, 2005; (2) work papers prepared by Veeco personnel after the special retention of Kaye Scholer that were not prepared at the direction of Kaye Scholer; (3) work papers dealing with Veeco's internal audit of the TurboDisc division and its own investigation into TurboDisc's financial controls and the accuracy of TurboDisc's financial statements; (4) work papers and documents prepared by Veeco's financial professionals relating to Veeco's preparation of its restated financial results; and (5) documents relating to Sarbanes-Oxley testing at TurboDisc prior to the special retention of Kaye Scholer.

4.

REDACTED

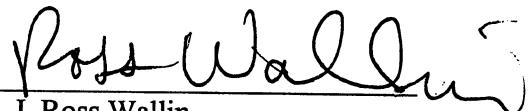
A true and correct

copy of this document is attached as Exhibit B. Other examples of such documents

REDACTED

are contained in the following bates ranges: VECO 0088645 – VECO
0089871; VECO 0144309 – VECO 0144369; VECO 0128762 – VECO 0128892; VECO
0503000 – VECO 0503774; VECO 0507366 – VECO 0507391; and VECO 0511916 – VECO
0511944.

Executed on August 25, 2006.



J. Ross Wallin